

## **MVV Energie AG, Mannheim**

**ISIN DE000A0H52F5**

Shareholders of our company are hereby cordially invited to attend the

### **Annual General Meeting**

to be held at Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim

**at 10.00 a.m. (CET) on Friday, 13 March 2020.**

### **Agenda**

- 1. Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2019, the combined management report of MVV Energie AG and the Group for the 2019 financial year (including the explanatory report of the Executive Board in respect of the disclosures made pursuant to § 289a (1) and § 315a (1) HGB) and the report of the Supervisory Board for the 2019 financial year.**

At its meeting on 2 December 2019, the Supervisory Board of MVV Energie AG approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements are thus adopted, as a result of which no resolution is required from the Annual General Meeting.



## **2. Resolution on appropriation of unappropriated net profit**

The Executive and Supervisory Boards propose that the unappropriated net profit of Euro 59,316,116.40 reported in the annual financial statements as of 30 September 2019 should be distributed in its full amount, corresponding to a dividend of Euro 0.90 per individual share with dividend entitlement.

The claim to payment of the dividend matures on the third working day after the date of the resolution adopted by the Annual General Meeting, i.e. on Wednesday, 18 March 2020.

## **3. Formal approval of actions of members of Executive Board**

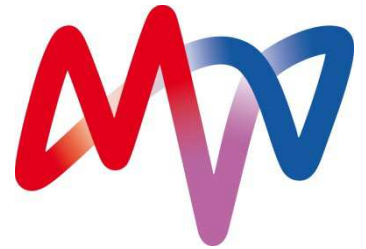
The Executive and Supervisory Boards propose to formally approve the actions taken in the 2019 financial year by the Executive Board members in office in this period.

## **4. Formal approval of actions of members of Supervisory Board**

The Executive and Supervisory Boards propose to formally approve the actions taken in the 2019 financial year by the Supervisory Board members in office in this period.

## **5. Election of auditor for 2020 financial year**

Based on the recommendation submitted by its Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers GmbH



Wirtschaftsprüfungsgesellschaft, Essen, as auditors and group auditors for the 2020 financial year.

In its recommendation, the Audit Committee stated that it is free of undue influence by third parties and that no restriction was imposed on it with regard to the selection of a specific auditor pursuant to Article 16 (6) of the Audit Regulation.

## **6. Resolution authorising the purchase and use of treasury stock**

The authorisation granted to the Executive Board by the Annual General Meeting held on 13 March 2015 to purchase treasury stock pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG) expired at the end of the respective limitation on 12 March 2020 and is therefore to be renewed. No use has been made of this authorisation through to the date on which this Annual General Meeting was convened. To uphold its ability to buy back shares, the company is once again to be authorised to purchase treasury stock, with the previous authorisation thereby being rescinded.

The Executive and Supervisory Boards propose the adoption of the following resolution:

- a) The Executive Board shall be authorised pursuant to § 71 (1) No. 8 AktG to purchase treasury stock for every purpose permitted within the respective legal restrictions and in accordance with the following requirements. This authorisation shall apply until 12 March 2025. It is limited to a 10 % share of existing share capital upon adoption of the resolution by the Annual General Meeting or, if lower, to the volume of share capital upon the authorisation being exercised. Together with other treasury stock held by the company or attributable to it pursuant to § 71a et seq. AktG, the



shares purchased on the basis of this authorisation may at no time exceed 10 % of share capital.

At the discretion of the Executive Board, the shares may be purchased

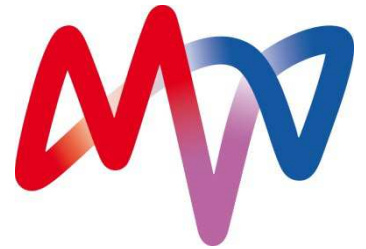
- via the stock exchange or
- by way of a public purchase offer addressed to all shareholders.

In both cases, the purchase price per share (excluding incidental expenses) must be within  $\pm 10\%$  of the average closing price of the MVV Energie AG share in the XETRA trading system (or any equivalent successor system) of the Frankfurt Stock Exchange on the five trading days preceding conclusion of the executory agreement, where the shares are to be purchased via the stock exchange, or on the five trading days preceding publication of the decision to submit a public purchase offer.

If, in the case of a public purchase offer, a substantial variance arises in the share price following publication of the offer, then the offer may be adjusted; the relevant reference period in this case shall be the five trading days preceding publication of the adjustment.

Should the purchase offer be oversubscribed, then acceptance shall be executed in proportion to the number of shares offered. Preferred acceptance of low numbers of shares up to 100 individual company shares thereby offered for purchase may be provided for per shareholder, as may measures rounding the number of shares up or down due to commercial reasons in order to avoid fractions of shares arising.

- b) Subject in each case to approval by the Supervisory Board, the Executive Board shall be authorised to use the shares purchased on the basis of the authorisation granted under a) not only for disposal via the stock exchange



or by way of an offer addressed to all shareholders, but also for all other legally permissible purposes, and in particular to pursue one or several of the objectives stated below in points aa) to ee).

Pursuant to § 71 (1) No. 8 and § 186 (3) and (4) AktG, shareholders' statutory subscription rights to these treasury stock shares shall be excluded to the extent that such shares are used in accordance with the following authorisations. Furthermore, if disposing of the treasury stock by way of an offer addressed to all shareholders the Executive Board may exclude shareholders' subscription rights for residual amounts.

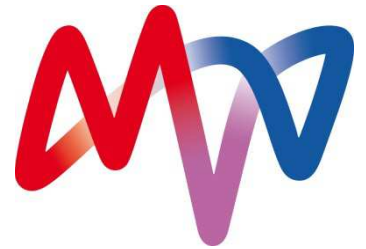
- aa) The treasury stock may be disposed of in return for non-cash contributions, and in particular for the purpose of offering them to third parties in the context of business combinations or the acquisition of companies, sections of companies or shares in companies (including any stocking up of existing shareholdings).
- bb) The treasury stock may also be disposed of in return for cash, provided that the price of such shares does not fall materially short of the stock market price of equivalent shares in the company at the time of such disposal. However, this authorisation shall only apply to the extent that the shares disposed of to the exclusion of shareholders' subscription rights pursuant to § 186 (3) Sentence 4 AktG do not exceed a total of 10 % of the company's share capital either upon such authorisation coming into force or upon it being exercised. Shares issued or to be issued to the exclusion of subscription rights pursuant to or with corresponding application of § 186 (3) Sentence 4 AktG shall be imputed to this 10 % limit of share capital.



- cc) The treasury stock may be offered for purchase by individuals currently or previously employed by the company or by any company affiliated to such and then assigned to such individuals.
- dd) The treasury stock may be used by the company to satisfy future option or conversion rights or obligations in connection with warrant, convertible and/or profit participation bonds issued by the company, profit participation rights or combinations of the aforementioned instruments.
- ee) Finally, the treasury stock may be retired without any further resolution by the Annual General Meeting. Such retirement may also be executed without reducing the capital by increasing the prorated amount of the company's share capital attributable to the other individual shares; the Executive Board shall be authorised in such case to adjust the number of shares in the Articles of Incorporation. Such retirement may involve a reduction in capital; in this case, the Executive Board shall be authorised to reduce the company's share capital by the prorated amount attributable to the retired shares and to make corresponding adjustments to the number of shares and volume of share capital stated in the Articles of Incorporation.

The treasury stock may be assigned to a bank or to another company meeting the requirements of § 186 (5) Sentence 1 AktG provided that such bank or company takes over the shares with the obligation to sell them via the stock exchange, offer them for purchase by shareholders or execute the aforementioned purposes.

- c) The authorisation permits treasury stock to be purchased and used in whole or in part, on one or several occasions, in pursuit of one or several



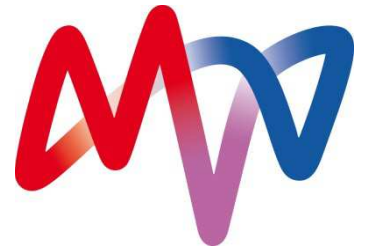
objectives by the company, as well as by group companies or by third parties acting on account of the company or of group companies.

### **Executive Board Report to Annual General Meeting in respect of Agenda Item 6**

In Agenda Item 6, it is proposed that the Executive Board should be authorised until 12 March 2025 pursuant to § 71 (1) No. 8 AktG to purchase treasury stock on a scale of up to 10 % of existing share capital upon adoption of the resolution by the Annual General Meeting or, if lower, of share capital upon the authorisation being exercised. The proposed resolution would entitle the Executive Board to purchase the shares via the stock exchange or by way of public purchase offers, as well as to use the treasury stock purchased on the basis of this authorisation to the exclusion of shareholders' subscription rights.

Previous Annual General Meetings already adopted resolutions authorising the company to purchase treasury stock, the most recent of which permitted the company to purchase such shares until 12 March 2020. Maintaining existing practice, the Executive Board should now once again be enabled to draw on the instrument of purchasing treasury stock. This authorisation would be subject to the legal condition that, together with any treasury stock already available, the shares newly acquired may not exceed the 10 % limit of share capital stipulated in § 71 (2) Sentence 1 AktG. Treasury stock may be acquired via the stock exchange or by way of a purchase offer addressed to all shareholders. Consistent with the principles set out in § 53a AktG, this provides all shareholders with the opportunity to sell shares to the company in the event of the company acting on the authorisation to purchase treasury stock.

In a public purchase offer, the number of company shares offered by shareholders may exceed the number of shares requested by the company. In this case, the shares have to be allotted in quotas. It should be possible in this respect to provide



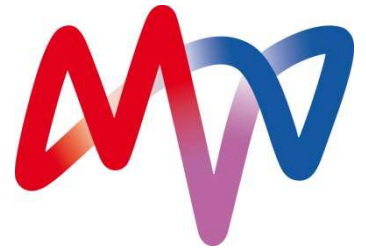
for preferred acceptance of lower numbers of shares up to a maximum of 100 company shares thereby offered for purchase per shareholder. This possibility serves to avoid any fractional amounts when stipulating the purchase quotas, as well as any small residual amounts, and thus assists the technical handling of the transaction. It also enables any de-facto restrictions on small shareholders to be avoided. The allotment of shares is otherwise based on the proportion of shares offered (tender ratios). Finally, the rounding up or down of share allotments in accordance with commercial principles may be provided for in order to avoid fractions of shares. In this respect, the purchase ratio and the number of shares offered by individual tendering shareholders may be rounded up or down to the extent required to facilitate the purchase of full shares. The Executive Board believes that any exclusion of more far-reaching tender rights on the part of shareholders involved in this approach is justified in the circumstances and reasonable for shareholders.

The treasury stock thereby purchased may be resold by way of a public offer addressed to all shareholders or via the stock exchange. Pursuant to the requirements of § 71 (1) No. 8 AktG, the Annual General Meeting may also authorise the company to execute a different form of disposal. Subject in each case to approval by the Supervisory Board, the company should also be permitted, having purchased the treasury stock, to sell this to the exclusion of shareholders' subscription rights.

This is intended to enable the Executive Board to have treasury stock at its disposal in particular in order to grant such as consideration in the context of business combinations or the acquisition of companies or of sections of companies or of shareholdings in companies. These also include any stocking up of existing shareholdings. Such transactions sometimes require this form of consideration. For the company, they may represent a favourable financing option.

The authorisation hereby proposed is intended to provide the company with the flexibility needed to exploit any opportunities arising in respect of business combinations, the acquisition of companies or sections of companies or of shareholdings in compa-





nies both rapidly and flexibly, and in particular without any resolution by the Annual General Meeting, which frequently may not be possible due to time considerations. In this respect, the treasury stock shares are intended to serve directly as consideration without previously being sold to third parties to generate liquid funds. For existing shareholders, the use of treasury stock has the benefit that their voting rights are not diluted.

The proposed resolution also includes the authorisation to dispose of treasury stock thereby purchased in cases other than in the context of business combinations, the acquisition of companies, sections of companies or of shareholdings in companies by means of off-market transactions or offers made to all shareholders to the exclusion of subscription rights. To safeguard shareholders' financial interests, such disposals nevertheless require the shares to be disposed of in return for cash payment at a price which does not fall materially short of the stock market price of equivalent shares in the company at the time of such disposal. Taking due account of the market climate at the time, the Executive Board will endeavour to minimise any potential discount to the stock market price. However, this authorisation only applies to the extent that the shares disposed of to the exclusion of subscription rights pursuant to § 186 (3) Sentence 4 AktG do not exceed a total of 10 % of the share capital either at the time at which this authorisation takes effect or at the time at which it is exercised. Shares to be imputed to this restriction to 10 % of share capital include:

- shares issued or to be issued to service bonds with conversion or option rights, to the extent that such bonds were issued or are to be issued to the exclusion of subscription rights as a result of an authorisation valid or due to replace said authorisation upon this authorisation entering effect with corresponding application of § 186 (3) Sentence 4 AktG;
- shares to be issued to the exclusion of subscription rights on the basis of an authorisation to issue new shares from authorised capital pursuant to § 186



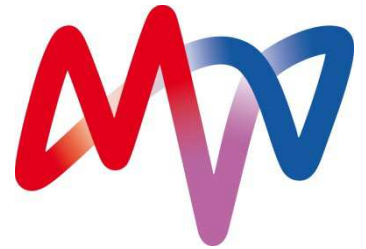
(3) Sentence 4 AktG valid or due to replace said authorisation upon this authorisation entering effect.

This authorisation will provide the company with greater flexibility. In particular, it will enable the company to issue shares in a targeted manner to cooperation partners or financial investors. Moreover, it will enable the company to achieve an appropriate and sustainable level of equity resources. Shareholders' interests are safeguarded to the extent that the issue price is required to be based on the stock market price. Shareholders generally also have the possibility of maintaining their relative level of shareholding by acquiring shares via the stock exchange.

Furthermore, it should be possible to use the treasury stock thereby purchased to the exclusion of shareholders' subscription rights to offer them to current or former employees of the company or of associated companies for purchase either in return for payment or without payment.

Moreover, the Executive Board should be authorised, subject to approval by the Supervisory Board, to use the treasury stock to the exclusion of subscription rights to satisfy option or conversion rights or obligations in connection with warrant, convertible and/or profit participation bonds issued by the company, profit participation rights or combinations of the aforementioned instruments. To satisfy subscription rights, it may be expedient to make partial or full use of treasury stock rather than new shares resulting from (conditional) capital.

The company should also be provided with the possibility of retiring treasury stock without any further resolution by the Annual General Meeting, but with the approval of the Supervisory Board. It should be possible to execute this in such a way that either the retirement leads to a reduction in the company's share capital or the mere retirement of the shares does not lead to a reduction in the company's share capital but rather to a simultaneous increase in the prorated amount of the company's share



capital attributable to the remaining individual shares. Neither of the aforementioned cases leads to any restriction in shareholders' rights.

The authorisation to purchase treasury stock forms part of the standard repertoire at publicly listed stock corporations. In deciding whether to draw on the authorisation, the Executive Board will be guided solely by the interests of the company and its shareholders.

The company currently does not have any specific plans to draw on the proposed authorisation. The Executive Board will report to the Annual General Meeting following any utilisation of this authorisation.

## **7. Resolution adjusting compensation paid to members of Supervisory Board and Audit Committee**

Pursuant to § 15 (1) of the Articles of Incorporation, the Annual General Meeting determines the compensation paid to members of the Supervisory Board. Pursuant to § 15 (2) Sentence 1 of the Articles of Incorporation, the Chairman receives twice the amount of compensation, while his Deputy receives one-and-a-half times the amount of compensation.

The significant increase in the amount of work required and the high standards placed in members of the Supervisory Board and the Audit Committee are to be accounted for by increasing the amount of fixed compensation paid.

The Executive and Supervisory Boards propose the adoption of the following resolution:

As of 1 October 2019, the fixed annual compensation paid to members of the Supervisory Board shall be increased by Euro 5,000.00 from its current amount of Euro 10,000.00 to Euro 15,000.00.



As of 1 October 2019, the additional fixed annual compensation paid to members of the Audit Committee shall be increased by Euro 2,500.00 from its current amount of Euro 2,500.00 to Euro 5,000.00. The Audit Committee Chairman shall receive twice this amount.

The compensation shall otherwise remain unchanged.

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With effect from the time at which the Annual General Meeting is convened, the documents listed in Agenda Item 1 will be available at the following website:

**[www.mvv.de/investors](http://www.mvv.de/investors)**.

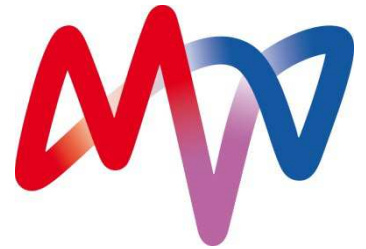
The documents will also be available for inspection at the Annual General Meeting.

Shareholders can also find the information required by § 124a AktG at the aforementioned website. The forms to be used for issuing powers of attorney and for voting via the postal ballot for the Annual General Meeting will be forwarded to shareholders directly.

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***In the respective draft resolutions, the past financial year ending on 30 September 2019 is referred to as “the 2019 financial year” and the current financial year ending on 30 September 2020 is referred to as “the 2020 financial year”.***

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## **Requirements governing participation in Annual General Meeting and exercising of voting rights**

Only those shareholders that have registered with the company on time and are entered in the Share Register on the day of the Annual General Meeting shall be entitled to participate in the Annual General Meeting and to exercise their voting rights.

A registration form has been provided in the documents forwarded to shareholders.

Such registration must have been received in writing by the company no later than six days prior to the day of the Annual General Meeting, i.e. at the latest by

**midnight on Friday, 6 March 2020**

at the following address:

Hauptversammlung MVV Energie AG  
c/o Computershare Operations Center  
80249 Munich  
F +49 89 30903-74675  
anmeldestelle@computershare.de

The company also offers its shareholders the option of registering online for the Annual General Meeting at the shareholder portal at

**[www.mvv.de/investors](http://www.mvv.de/investors)**.

The access data required to register and further relevant information concerning the use of the portal have been forwarded to shareholders together with the invitation.

Further information about the registration process can be found



- on the registration form forwarded together with the invitation, which can also be used to issue powers of attorney, issue instructions to voting proxies appointed by the company and cast votes via the postal ballot, and
- online at the shareholder portal.

Pursuant to § 67 (2) Sentence 1 AktG, only those persons entered in the Share Register are deemed to be shareholders from the company's perspective. Participation and voting rights therefore require such person still to be entered as a shareholder in the Share Register on the day of the Annual General Meeting. The number of voting rights attributable to any person entitled to participate in the Annual General Meeting is based on the scope of shareholding entered in the Share Register on the day of the Annual General Meeting.

Please note that any orders to reassign share ownership in the Share Register that are received in the period from 7 March 2020 up to and including 13 March 2020 will only be processed, accounted for and take effect after the Annual General Meeting. The so-called Technical Record Date is therefore 6 March 2020 (midnight). Shareholders are requested to submit any such orders in good time.

Registration for the Annual General Meeting does not involve any restriction on the disposability of the shares. Shareholders are thus free to dispose over their shares following registration for the meeting.

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### **Procedures governing exercising of voting rights by proxies**

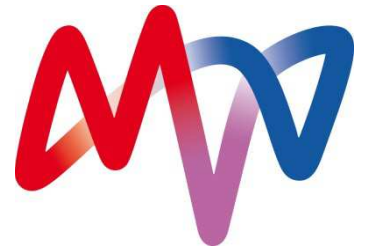
Shareholders may also have their voting rights exercised at the Annual General Meeting by voting proxies, for example the depositing bank, a shareholders' association or other persons of their choice.



Powers of attorney may be issued both before and during the Annual General Meeting and may also be issued prior to registration. Powers of attorney must nevertheless already have been issued by the time at which the voting procedure for the respective agenda item begins. When issuing powers of attorney, shareholders may forward the relevant declarations either to the party thereby authorised or to the company. The relevant registration requirements nevertheless continue to apply. Should the shareholder authorise more than one person, then the company may reject one or several such persons.

The company provides its shareholders with the option of authorising voting proxies appointed by the company and obliged to vote in line with shareholders' instructions. The voting proxies exercise voting rights exclusively on the basis of the instructions issued by shareholders. The voting proxies appointed by the company must be provided with explicit and clear instructions concerning the exercising of voting rights. Should no instructions or insufficiently clear instructions be provided for individual agenda items due to be decided by voting, the voting proxies appointed by the company will not be authorised to exercise voting rights for such agenda item and will abstain should the item be put to the vote. Please note that the voting proxies cannot accept any instructions to make statements, pose questions or propose motions.

Powers of attorney, their revocation and documentary evidence of such authorisation must all be provided in writing. Shareholders wishing to communicate statements to the company concerning the issuing of powers of attorney or the revocation of such or to submit documentary evidence of any power of attorney issued to an authorised party or the revocation of such should forward these to the following address:



Hauptversammlung MVV Energie AG  
c/o Computershare Operations Center  
80249 Munich  
F +49 89 30903-74675  
anmeldestelle@computershare.de

The form forwarded together with the invitation can be used to issue powers of attorney and to issue instructions to voting proxies appointed by the company.

Alternatively, such statements may also be communicated electronically using the shareholder portal on the company's website at

**[www.mvv.de/investors](http://www.mvv.de/investors).**

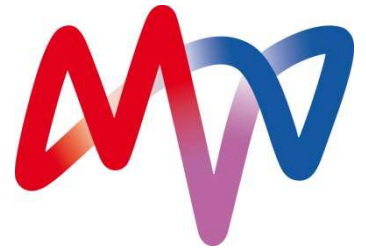
The access data and further relevant information concerning the use of the portal have been forwarded to shareholders together with the invitation. Please note that the shareholder portal may only be used to issue or revoke powers of attorney to the voting proxies appointed by the company, or to issue or amend instructions, until **midnight on Thursday, 12 March 2020**.

Powers of attorney issued to a voting proxy appointed by the company may also be revoked without any specific formal requirements, and in particular by the issuer of such power of attorney attending the meeting in person.

Intermediaries, shareholders' associations, voting rights advisors or other persons stipulated in § 135 (8) AktG may have different requirements for the acceptance of powers of attorney issued by shareholders. Shareholders are requested to contact the person or institution involved in any of the aforementioned cases in good time to agree any form of power of attorney possibly required by such person or institution.

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### **Procedures governing postal vote**

Shareholders unable to attend the Annual General Meeting in person may also cast their votes in writing by way of a postal ballot. To exercise their voting rights by way of the postal ballot, shareholders must have registered with the company within the respective deadline. Votes are cast using the form accompanying the invitation to the Annual General Meeting or by electronic communication and, irrespective of the shareholder's timely registration in accordance with the aforementioned requirements, must have been received by the company no later than

**midnight on Thursday, 12 March 2020**

either at the following address

Hauptversammlung MVV Energie AG  
c/o Computershare Operations Center  
80249 Munich  
F +49 89 30903-74675  
anmeldestelle@computershare.de

or electronically using the shareholder portal on the company's website at

**[www.mvv.de/investors](http://www.mvv.de/investors)**.

Authorised intermediaries, shareholder associations, voting rights advisors and other persons listed in § 135 (8) AktG may also draw on the possibility of casting votes by way of the postal ballot, as may other persons authorised by shareholders. The access data for the shareholder portal and further relevant information concerning the use of the portal have been forwarded to shareholders together with the invitation.



Shareholders who have already voted by postal ballot and nevertheless decide to participate in the Annual General Meeting in person or via authorised representatives are entitled to do so but should note that this automatically revokes the votes they have already cast by postal ballot.

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Further information concerning registration, the issuing of powers of attorney and the use of the shareholder portal can be found in the documents sent to shareholders, as can the forms required to issue powers of attorney for voting rights and for postal ballot voting.

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## **Shareholders' rights**

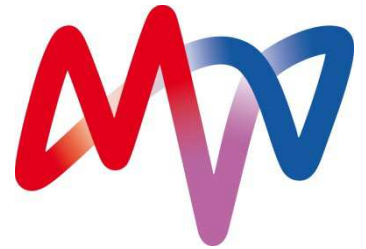
### **Supplementary motions pursuant to § 122 (2) AktG**

Shareholders whose combined shares are equivalent to one twentieth of the share capital or the prorated amount of Euro 500,000.00 are permitted pursuant to § 122 (2) AktG to request that items should be placed on the agenda and announced. Each new item must be accompanied by a substantiation or draft resolution.

Any such supplementary motions should be forwarded to the following address:

MVV Energie AG  
– Executive Board –  
Luisenring 49  
68159 Mannheim

Such motions must be addressed in writing to the Executive Board and received by the company at least 30 days prior to the day of the Annual General Meeting, i.e. by



**midnight on Tuesday, 11 February 2020.**

No account can be taken of motions received after this deadline.

Furthermore, supplementary motions will only be considered if the submitters provide documentary evidence that they have owned the shares for at least 90 days prior to the date of such motion being received.

For the proposal of the supplementary motion to be effective, the shareholders submitting such motion must continue to hold the minimum number of shares through to the Executive Board decision on the motion or, should the company not comply with the motion and the shareholders subsequently seek a court decision, until such time that the court reaches its decision.

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**Countermotions and election proposals from shareholders  
pursuant to § 126 (1) and § 127 AktG**

Shareholders may submit motions opposing proposals made by the company's management in respect of any specified agenda item. They may also submit election proposals concerning the election of Supervisory Board members and of auditors. Shareholder motions should be forwarded exclusively to the following address:

MVV Energie AG  
Group Legal Department, Compliance and Materials Management  
Luisenring 49  
68159 Mannheim  
Hauptversammlung2020@mvv.de

The company will publish countermotions pursuant to § 126 (1) AktG, including the name of the shareholder, the reasons for such countermotion and any statement by the management, at the website [www.mvv.de/investors](http://www.mvv.de/investors) provided that such coun-



termotions and their substantiation are received at the aforementioned address at the latest 14 days prior to the day of the Annual General Meeting, i.e. by

**midnight on Thursday, 27 February 2020.**

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) AktG. These are described in greater detail on the aforementioned website.

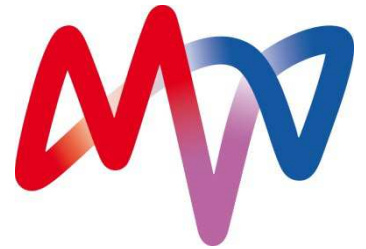
The aforementioned sentences also apply by analogy for election proposals submitted by shareholders, but such motions do not require substantiation. Apart from the cases outlined in § 126 (2) AktG, the Executive Board is not required to publish election proposals submitted by shareholders unless such include the name, profession exercised and place of residence of the proposed Supervisory Board members or auditors, and in the case of proposed Supervisory Board members disclosures concerning their membership in other statutory supervisory boards.

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### **Right to information pursuant to § 131 (1) AktG**

Upon request, each shareholder is entitled pursuant to § 131 (1) AktG to receive information from the Executive Board at the Annual General Meeting concerning matters relating to the company, provided that such information is necessary for an appropriate assessment of the respective agenda item. The obligation to provide information also includes information relating to the company's legal and business relationships with any associate company and information relating to the situation of the Group and of the companies included in the consolidated financial statements.

Provided that specific conditions set out in greater detail in § 131 (3) AktG are met, the Executive Board is entitled to refuse to provide this information. These conditions are described in greater detail on the website at **[www.mvv.de/investors](http://www.mvv.de/investors)**.



Further details about shareholders' rights can be found at [www.mvv.de/investors](http://www.mvv.de/investors).

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### **Total number of shares and voting rights**

Upon the Annual General Meeting being convened, the company's share capital amounted to Euro 168,721,397.76 and was divided into 65,906,796 individual shares. Each share entitles its bearer to one vote.

All 65,906,796 individual shares were furnished with participation and voting rights upon the convening of the Annual General Meeting.

The company did not hold any treasury stock upon the convening of the Annual General Meeting.

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### **Information on data protection**

As the responsible body, MVV Energie AG (Luisenring 49, 68159 Mannheim) processes personal data from shareholders (surname and first name, address, e-mail address, number of shares, class of shares, type of share ownership and admissions ticket number), as well as personal data from shareholder representatives where applicable, in accordance with valid data protection laws. Shares in MVV Energie AG are registered shares. The processing of personal data is legally mandatory for participation in the Annual General Meeting of MVV Energie AG and for maintaining the Share Register. The legal basis for this processing is provided by Article 6 (1) Sentence 1 c) GDPR in conjunction with § 118 et seq. and § 67 AktG. Where shareholders do not themselves provide their personal data, MVV Energie AG generally obtains this data from the shareholders' depositing bank. The Annual General Meeting can be watched live (image and tone) on the internet through to the end of the CEO's presentation. Other than this, no image or tone recordings are made, neither are any

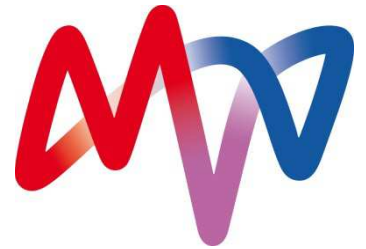


verbatim minutes compiled. Should the personal data of any participants making statements here be processed, the legal basis for this processing is also provided by Article 6 (1) Sentence 1 f) GDPR.

The service providers commissioned by MVV Energie AG to organise the Annual General Meeting process shareholders' personal data exclusively in accordance with instructions provided by MVV Energie AG and only to the extent necessary to perform the respective service. All employees at MVV Energie AG and at the service providers thereby commissioned who have access to shareholders' personal data and/or who process such data are obliged to treat this data confidentially. Furthermore, personal data of shareholders or shareholder representatives participating in the Annual General Meeting is visible to other shareholders and shareholder representatives to the extent provided for in the respective legal provisions (in particular the list of participants, § 129 AktG).

MVV Energie AG deletes shareholders' personal data in accordance with legal provisions, and in particular when the personal data is no longer required for the original purpose for which it was collected or processed, the personal data is no longer required in connection with any administrative or court proceedings and no statutory storage obligations apply.

In accordance with legal requirements, shareholders are entitled to receive information about which personal data of theirs has been processed and to request the rectification, erasure or restriction in the processing of personal data concerning them. Furthermore, shareholders are entitled to lodge a complaint with the responsible supervisory body. **If personal data is processed on the basis of Article 6 (1) Sentence 1 f) GDPR, shareholders are also entitled to object to such processing in accordance with legal provisions.**



Shareholders may address any comments and enquiries concerning the processing of personal data to the Data Protection Officer of MVV Energie AG at: MVV Energie AG, Data Protection Officer, Luisenring 49, 68159 Mannheim, [datenschutz@mvv.de](mailto:datenschutz@mvv.de).

Shareholders and shareholder representatives can also find further information about data protection at the MVV Energie AG website at **[www.mvv.de/investors](http://www.mvv.de/investors)**.

\* \* \*

The convening of the Annual General Meeting on 13 March 2020 was announced by publication of this Agenda in the Federal Gazette (*Bundesanzeiger*) on 30 January 2020.

The contents of the invitation, the documents to be made available to the Annual General Meeting and further information to be made available in connection with the Annual General Meeting in accordance with § 124a AktG have been published on the company's website at **[www.mvv.de/investors](http://www.mvv.de/investors)**. The documents to be made available will also be displayed for inspection during the Annual General Meeting. Following the Annual General Meeting, the results of voting will be published at the same internet address.

Mannheim, January 2020

MVV Energie AG

The Executive Board